

**UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA**

In re: CIRCUIT CITY STORES, INC., <u>et al.</u>, Debtors.	Chapter 11 Case No. 08-35653 (KRH) (Jointly Administered) Hrg. Date: October 7, 2009 at 2:00 p.m (ET) Obj. Due: October 5, 2009 at 4:00 p.m. (ET)
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**THIRD INTERIM FEE APPLICATION OF KPMG LLP AS INDEPENDENT
AUDITORS AND TAX CONSULTANTS TO THE DEBTORS FOR
ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF
EXPENSES FOR THE PERIOD BEGINNING
MAY 1, 2009 THROUGH JULY 31, 2009**

Name of Applicant: KPMG LLP

Authorized to Provide Professional Services to: Debtors

Date of Retention: December 22, 2008 *Nunc Pro Tunc*
to November 10, 2008

Period for which Compensation and
Expense Reimbursement is sought: May 1, 2009 through
July 31, 2009

Amount of Compensation sought as actual,
reasonable and necessary: \$ 62,242.50

Amount of Expense reimbursement sought as
actual, reasonable and necessary: \$ 0.00

This is an: _____ Monthly X Interim _____ Final Application

The total time expended in connection with the preparation of this fee application is approximately 3.0 hours and the corresponding compensation requested is approximately \$1,275.00

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INDEX

EXHIBIT A	Summary of Hours and Standard Fees Incurred by Professional
EXHIBIT B	Summary of Hours and Standard Fees Incurred by Category
EXHIBIT C	Summary of Out of Pocket Expenses
EXHIBIT C1	Detail of Out of Pocket Expenses
EXHIBIT D1-D6	Complete Accounting of Time Expended by Day by Professional by Category
EXHIBIT E	Copy of the KPMG Retention Order
EXHIBIT F	Copy of the KPMG Certification

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MAY 1, 2009 THROUGH JULY 31, 2009**

KPMG LLP, (“KPMG”) as auditors and tax consultants to the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”) files this Third Interim Fee Application (the “Application”), pursuant to section 330(a) and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rule 2016 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the Eastern District of Virginia (the “Local Rules”), the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. Section 330 issued by the Executive Office for the United States Trustee (the “U.S. Trustee Guidelines”), and this Court’s Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals, dated December 9, 2008 (the “Interim Compensation Order”) (Docket No. 830), for the allowance of interim compensation for professional services performed by KPMG and reimbursement for actual and necessary expenses incurred for

the period beginning May 1, 2009 through July 31, 2009 (the “Compensation Period”), in the amount of \$62,242.50 (the “Compensation Amount”), and respectfully represents:

Background

1. On November 10, 2008 (‘the Petition Date), the Debtors filed voluntary petitions in this Court for relief under chapter 11 of the Bankruptcy Code. The Debtors continue to manage and operate their businesses as debtors in possession pursuant to Bankruptcy Code sections 1107 and 1108. On November 12, 2008, the Office of the United States Trustee for the Eastern District of Virginia appointed a statutory committee of unsecured creditors (the “Creditors’ Committee”). To date, no trustee or examiner has been appointed in these chapter 11 cases.

2. On January 16, 2009, the Court authorized the Debtors, among other things, to conduct going out of business sales at the Debtors’ remaining 567 stores pursuant to an agency agreement (the “Agency Agreement”) between the Debtors and a joint venture, as agent (the “Agent”). On January 17, 2009, the Agent commenced going out of business sales pursuant to the Agency Agreement at the Debtors remaining stores.

Relief Requested

3. By this Court’s Order, dated December 23, 2008, (the “Retention Order”) the Debtors were authorized to retain KPMG as independent auditors and tax consultants effective as of the Petition Date. The Retention Order authorized the Debtors to compensate KPMG in accordance with the procedures set forth in section 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and such

other procedures as were fixed by order of the Court. A copy of the Retention Order is attached hereto as Exhibit E.

Summary of Application

4. By this Application, and in accordance with the Interim Compensation Order, KPMG requests allowance of compensation for services rendered and actual and necessary expenses incurred in these cases for the period beginning May 1, 2009 through July 31, 2009, and in connection therewith, requests allowance of compensation in the amount of \$62,242.50 for professional fees and reimbursement of \$0.00 for necessary and actual out-of-pocket expenses. KPMG's request for compensation is broken down as follows:

	Requested			Payments Received		Outstanding	
Period Covered	Hours	Fees	Expenses	Fees	Expenses	Fees	Expenses
5/1/2009 To 5/31/2009	16.0	\$31,843.50	\$0.00	\$27,066.98	\$0.00	\$4,776.53	\$0.00
6/1/2009 To 6/30/2009	17.8	\$30,399.00	\$0.00	\$25,839.15	\$0.00	\$4,559.85	\$0.00
7/1/2009 To 7/31/2009	0.0	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Grand Total	33.8	\$62,242.50	\$0.00	\$52,906.13	\$0.00	\$9,336.38	\$0.00

Summary of Services During the Compensation Period

5. This Application is KPMG's Third Interim Fee Application for compensation and expense reimbursement filed in these cases. During the

Compensation Period, KPMG provided professional services to the Debtors in their efforts to navigate their business through the chapter 11 process.

6. Set forth below is a summary of the services KPMG rendered to the Debtors during the Compensation Period as authorized by the Retention Order.

401K Plan Audit Services

- i. Audits of the financial statements and supplemental schedules of Circuit City Stores, Inc. 401(k) Plans as of December 31, 2008, and for the year then ended, all of which are to be included in the Plans' Form 5500 filings with the DOL.

Tax Consulting Services - Restructuring

- i. Assisting with ongoing IRS examination issues, specifically focusing on refund claims, sale-leaseback claim, rebates & rewards;
- ii. Proposed assistance with bankruptcy-related tax consulting services; and
- iv. Other consulting, advice, research, planning or analysis regarding tax issues as may be requested from time to time.

Employment/Fee Applications

- i. The billing procedures required by the U.S. Trustee Guidelines differ from KPMG's normal billing procedures and as such, the Local Rules and the Interim Compensation Order entered in these cases have required effort to inform the timekeepers of their responsibilities, gather and review the detailed time entries and expenses and preparation of this Application. Such activities included compiling and reviewing detailed time entries, compiling and reviewing detailed expenses incurred, preparing detailed and summary schedules of fees and expenses incurred, and drafting the narratives and schedules included in this Application.

7. A summary of the hours and fees incurred by professional and category is annexed hereto as Exhibit A and Exhibit B, respectively, and described in detail in the time records annexed hereto as Exhibits D1 – D6. KPMG maintains contemporaneous records of the time expended for the professional services and expenses related hereto performed in connection with these chapter 11 cases and such records are maintained in the ordinary course of business.

8. The fees applied for herein are based on the usual and customary fees KPMG charges to tax and audit clients and are commensurate with the usual and customary rates charged for services performed.

9. During the Compensation Period, KPMG invoiced the Debtors for time expended by professionals related to Incremental Procedures due to bankruptcy based on hourly rates ranging from \$138.00 to \$613.00 per hour for a total of \$62,242.50. The rates reflected on this Application relating to the Incremental Procedures services represent a discount of approximately 30% to 45% of KPMG's standard rates. Of the aggregate time expended, 9.3 hours were expended by partners and managing directors, 4.0 hours were expended by senior managers and managers and 20.5 hours were expended by senior associates and associates. KPMG's blended hourly rate for the Incremental services provided during the Compensation Period is \$303.03.

10. KPMG respectfully submits that the amounts applied for herein for professional services rendered on behalf of the Debtors in these cases to date are fair and reasonable given: (a) the time expended; (b) the nature and extent of the services

performed at the time at which such services were rendered; (c) the value of such services; and (d) the costs of comparable services other than in these chapter 11 cases.

11. The time and labor expended by KPMG during the Compensation Period has been commensurate with the size and complexity of these cases. In rendering these services, KPMG has made every effort to maximize the benefit to the Debtors' estates, to work efficiently with the other professionals employed in these cases, and to leverage staff appropriately in order to minimize duplication of effort.

12. During the Compensation Period, KPMG provided a focused range of professional services as requested by the Debtors. KPMG respectfully submits that these services: (a) were necessary and beneficial to the successful and prompt administration of these cases; and (b) have been provided in a cost efficient manner.

Summary of Actual and Necessary Expenses During the Compensation Period

13. As set forth on Exhibit C and C1, KPMG is not currently aware of any amounts owed for reimbursement of expenses during the Compensation Period.

Reservation

14. To the extent that time or disbursement charges for services rendered or disbursements incurred relate to the Compensation Period, but were not processed prior to the preparation of this Application, KPMG reserves the right to request additional compensation for such services and reimbursement of such expenses in a future application. Furthermore, KPMG reserves the right to seek final approval of the fees and expenses requested herein.

Conclusion

15. WHEREFORE, subject to the terms of the Interim Compensation Order, KPMG respectfully requests that the Court approve the interim compensation of \$62,242.50 as compensation for professional services rendered during the Compensation Period.

Respectfully submitted,

KPMG LLP (US)



Brian Scott Davis
Partner
KPMG LLP
1021 E Cary Street
Suite 2000
Richmond, VA 23219-4023

September 14, 2009

Respectfully submitted by:

Dated: September 14, 2009 SKADDEN, ARPS, SLATE, MEAGHER &
Richmond, Virginia FLOM, LLP
Gregg M. Galardi, Esq.
Ian S. Fredericks, Esq.
P.O. Box 636
Wilmington, Delaware 19899-0636
(302) 651-3000

- and -

SKADDEN, ARPS, SLATE, MEAGHER &
FLOM, LLP
Chris L. Dickerson, Esq.
333 West Wacker Drive
Chicago, Illinois 60606
(312) 407-0700

- and -

MCGUIREWOODS LLP

/s/ Douglas M. Foley .
Dion W. Hayes (VSB No. 34304)
Douglas M. Foley (VSB No. 34364)
One James Center
901 E. Cary Street
Richmond, Virginia 23219
(804) 775-1000

Counsel for Debtors and Debtors
in Possession

EXHIBIT A

Circuit City Stores, Inc.

Summary Of Hours and Discounted Fees Incurred By Professional
May 1, 2009 through July 31, 2009

<u>Professional</u>	<u>Position</u>	<u>Current</u> <u>Hours Billed</u>	<u>Hourly Rate</u>	<u>Fees Billed</u>
Conjura,Carol	Tax Partner	9.3	\$ 613	\$ 5,696.25
Gibbs,Paul Kevin	Tax Senior Manager	2.0	\$ 490	\$ 980.00
Degnan,Daniel J	Tax Manager	0.7	\$ 455	\$ 318.50
Sellers,Monica	Forensic Manager	1.3	\$ 330	\$ 429.00
Tatum,Pamela Renea	Forensic Associate	20.5	\$ 138	\$ 2,818.75
Total Hours and Fees at Discounted Rate		<u>33.8</u>		<u>\$ 10,242.50</u>
Fees				\$ 10,242.50
Fees related to 401K Plan Audits				\$ 52,000.00
Subtotal of Fees				<u>\$ 62,242.50</u>
Out of Pocket Expenses				\$ -
Net Requested Fees & Out of Pocket Expenses				<u>\$ 62,242.50</u>

KPMG's standard practice is to treat certain time and expenses as having been incurred when such obligations are recorded and reflected as payable in KPMG's accounting. Moreover, KPMG may not bill certain expenses until all supporting documentation is received. Accordingly, KPMG may seek reimbursement of fees and disbursements relating to this month in subsequent statements/invoices.

EXHIBIT B

Circuit City Stores, Inc.
Summary of Hours and Discounted Fees Incurred by Category
May 1, 2009 through July 31, 2009

<u>Category</u>	<u>Exhibit</u>	<u>Hours</u>	<u>Fees</u>
Audit 09 - Integrated Audit	D1	-	\$ -
Tax Consulting - Restructuring	D2	11.3	\$ 6,676.25
FY09 Special Audit Related Services	D3	-	\$ -
Employment/Fee Applications	D4	22.5	\$ 3,566.25 ⁽¹⁾
Audit 2/28/08-Retirement Plan	D5	-	\$ -
401K Plan Audits	D6	-	\$ 52,000.00 ^{(1) (2)}
Total		33.8	\$ 62,242.50

⁽¹⁾ Hours billed in this Third Interim Application include time incurred in April that was not previously billed in the Second Interim Application

⁽²⁾ Per the 401K and Pension Audit Engagement Letter, KPMG and the Debtors agreed to a fixed fee arrangement and subsequent billings for services provided in the amount of \$26,000.00 per month for May and June 2009.

EXHIBIT C
Document Page 13 of 45
Circuit City Stores, Inc.

Summary of Out of Pocket Expenses

May 1, 2009 through July 31, 2009

Category	Amount
Airfare	\$ -
Lodging	\$ -
Meals	\$ -
Ground Transportation	\$ -
Miscellaneous	-
Total	\$ -

Circuit City Stores, Inc.
Detail of Out of Pocket Expenses
May 1, 2009 through July 31, 2009

Name	Date	Description	Amount
		Air Fare Subtotal	<u>\$ -</u>
		Lodging Subtotal	<u>\$ -</u>
		Meals Subtotal	<u>\$ -</u>
		Ground Transportation Subtotal	<u>\$ -</u>
		Miscellaneous Subtotal	<u>\$ -</u>
		Total Out of Pocket Expenses	<u><u>\$ -</u></u>

EXHIBIT D1

EXHIBIT D1

Circuit City Stores, Inc.
Tax Consulting - Restructuring
May 1, 2009 through July 31, 2009

Name	Date	Description	Hours	Rate	Amount
Conjura,Carol	06-May-09	Continuing to work on Technical advice submission for IRS National Office related to sale-leaseback claim.	3.6	\$ 612.50	\$ 2,205.00
Conjura,Carol	06-May-09	Continuing to work on Technical advice submission for IRS National Office related to sale-leaseback claim.	3.4	\$ 612.50	\$ 2,082.50
Conjura,Carol	05-Jun-09	Discuss Technical Advice Memo (TAM) rebuttal and potential Azar Nut/Relo capital loss position and review IRS rebuttal and McGrath and Azar Nut line of cases with J. McDonald and G. Ridgeway (Circuit City) and P. Gibbs (KPMG).	1.5	\$ 612.50	\$ 918.75
Gibbs,Paul Kevin	05-Jun-09	Discuss Technical Advice Memo (TAM) rebuttal and potential Azar Nut/Relo capital loss position and review IRS rebuttal and McGrath and Azar Nut line of cases with J. McDonald and G. Ridgeway (Circuit City) and C. Conjura (KPMG).	1.5	\$ 490.00	\$ 735.00
Conjura,Carol	08-Jun-09	Conference call with IRS regarding Technical Advice Memo (TAM) status.	0.3	\$ 612.50	\$ 183.75
Gibbs,Paul Kevin	08-Jun-09	Contact IRS national office personnel (Dan Cassano) to discuss status of Technical Advice Memo (TAM) and procedural issues.	0.5	\$ 490.00	\$ 245.00
Conjura,Carol	30-Jun-09	Discuss Technical Advice Memo (TAM) with IRS national office personnel (Dan Cassano).	0.5	\$ 612.50	\$ 306.25
Tax Consulting - Restructuring Total			11.3		\$ 6,676.25

Circuit City Stores, Inc.
Employment/Fee Applications
May 1, 2009 through July 31, 2009

Name	Date	Description	Hours	Rate	Amount
Tatum,Pamela Renea	20-Apr-09	Prepare First Interim Invoice request since Order has been entered and approved.	0.8	\$137.50	\$ 110.00
Tatum,Pamela Renea	13-May-09	Reconcile and review the March and April time details for the tax consulting project.	2.0	\$137.50	\$ 275.00
Sellers,Monica	14-May-09	Review draft fee statement and provide revisions and comments.	0.5	\$330.00	\$ 165.00
Tatum,Pamela Renea	14-May-09	Reconcile and review the March and April time details for the tax consulting project.	2.0	\$137.50	\$ 275.00
Degnan,Daniel J	15-May-09	Reviewing the April billing invoice and supporting documentation.	0.7	\$455.00	\$ 318.50
Tatum,Pamela Renea	15-May-09	Revise the March and April time details for the tax consulting project based on the project managers comments.	1.0	\$137.50	\$ 137.50
Tatum,Pamela Renea	18-May-09	Finalize the April fee statement and provide to attorney to file.	2.0	\$137.50	\$ 275.00
Tatum,Pamela Renea	01-Jun-09	Review fee application and provide revisions and comments.	0.7	\$137.50	\$ 96.25
Tatum,Pamela Renea	04-Jun-09	Review fee statement and provide revisions and comments.	3.8	\$137.50	\$ 522.50
Sellers,Monica	08-Jun-09	Review fee application and provide revisions and comments.	0.3	\$330.00	\$ 99.00
Tatum,Pamela Renea	09-Jun-09	Prepare the April invoice for the manager to present to management.	0.9	\$137.50	\$ 123.75
Tatum,Pamela Renea	11-Jun-09	Prepare the 2nd interim fee application and related documents.	3.7	\$137.50	\$ 508.75
Sellers,Monica	14-Jun-09	Final review of Circuit City fee statement and provide revisions and comments.	0.5	\$330.00	\$ 165.00
Tatum,Pamela Renea	15-Jun-09	Revise the 2nd interim fee application and related documents based on manager comments and send to partner for review.	2.3	\$137.50	\$ 316.25

EXHIBIT D4
Circuit City Stores, Inc.
Employment/Fee Applications
May 1, 2009 through July 31, 2009

Name	Date	Description	Hours	Rate	Amount
Tatum,Pamela Renea	17-Jun-09	Prepare the May fee statement and send to the manager for review.	1.3	\$137.50	\$ 178.75
Employment/Fee Applications Total			<u>22.5</u>		<u>\$ 3,566.25</u>

EXHIBIT D5

Circuit City Stores, Inc.
Audit 2/28/08-Retirement Plan
May 1, 2009 through July 31, 2009

Name	Date	Description	Hours	Amount
Audit 2/28/08-Retirement Plan Total			0.0	\$0.00

Circuit City Stores, Inc.
401K Plan Audits
May 1, 2009 through July 31, 2009

Name	Date	Description	Hours	Rate	Amount
McMahon,John	22-Apr-09	Review and analyze prior year audit workpaper binders to plan for current year audits.	0.5		
McMahon,John	23-Apr-09	Review and analyze prior year audit workpaper binders to plan for current year audits.	0.5		
Monnet,Christopher M	23-Apr-09	Discussion with H. Merten (Circuit City) regarding requested items and sample sizes.	1.0		
Monnet,Christopher M	23-Apr-09	Preparation and Distribution of Prepared by Client listing.	1.2		
Monnet,Christopher M	23-Apr-09	Calculation of materiality for current year 401K plan audit.	1.5		
Monnet,Christopher M	23-Apr-09	Review and analyze prior year planning document to assist with preparation of current year planning document.	1.7		
Monnet,Christopher M	23-Apr-09	Selection of Sample for Distributions test-work using KPMG Monetary Unit Sampling.	2.6		
Monnet,Christopher M	24-Apr-09	Discussion with H. Merten (Circuit City) regarding status of requested items and audit fieldwork timing.	0.8		
Monnet,Christopher M	24-Apr-09	Overall review of the certified 401K plan statements to assist in planning current year audit.	1.0		
Monnet,Christopher M	24-Apr-09	Review and analyze prior year workpapers to assist in planning current year audit.	1.8		
Monnet,Christopher M	24-Apr-09	Selection of Sample for Contributions test-work using KPMG Sampling Plan.	2.4		
Monnet,Christopher M	04-May-09	Discussion with H. Merten (Circuit City) regarding prepared by client list.	1.5		
Monnet,Christopher M	04-May-09	Preparation of current year Planning Document.	3.3		

Circuit City Stores, Inc.
401K Plan Audits
May 1, 2009 through July 31, 2009

Name	Date	Description	Hours	Rate	Amount
Monnet,Christopher M	04-May-09	Review and analyze prior year workpapers to assist in planning current year audit.	3.2		
McMahon,John	05-May-09	Review and analysis of prior year audit documentation to plan for current year audits.	2.0		
Monnet,Christopher M	05-May-09	Preparation of current year Planning Document.	3.9		
Monnet,Christopher M	05-May-09	Continue preparation of current year Planning Document.	2.5		
Monnet,Christopher M	05-May-09	Discussion with H. Merten (Circuit City) regarding requested items.	0.7		
Monnet,Christopher M	05-May-09	Preparation of current year Audit Programs.	0.9		
Monnet,Christopher M	06-May-09	Discussion with H. Merten (Circuit City) regarding status of requested items and audit fieldwork timing.	1.1		
Monnet,Christopher M	06-May-09	Preparation of Current year Planning Document.	2.3		
Monnet,Christopher M	06-May-09	Overall review of the certified 401K plan statements to assist in planning current year audit.	1.2		
Monnet,Christopher M	06-May-09	Preparation of current year Audit Programs.	1.4		
Monnet,Christopher M	06-May-09	Review and analyze prior year workpapers to assist in planning current year audit.	2.0		
Allen,David W	15-May-09	Discussion with H. Merten (Circuit City) regarding Remittance Substantive Testwork.	3.2		
Allen,David W	15-May-09	Prepare the Remittance Substantive Testwork.	0.8		
Allen,David W	15-May-09	Prepare the Participant Distribution Substantive Testwork.	1.3		
Allen,David W	15-May-09	Discussion with H. Merten (Circuit City) regarding Participant Distribution Substantive Testwork.	2.7		

Circuit City Stores, Inc.
401K Plan Audits
May 1, 2009 through July 31, 2009

Name	Date	Description	Hours	Rate	Amount
Allen,David W	19-May-09	Preparation of the Eligibility and Contribution Substantive Testwork.	3.2		
Allen,David W	19-May-09	Discussion with H. Merten (Circuit City) regarding Eligibility and Contribution Substantive Testwork.	0.8		
Allen,David W	19-May-09	Preparation of the Participant Distribution Substantive Testwork.	1.3		
Allen,David W	19-May-09	Preparation of the Eligibility and Contribution Substantive Testwork.	3.2		
Allen,David W	19-May-09	Preparation of the Participant Distribution Substantive Testwork.	1.5		
Monnet,Christopher M	19-May-09	Preparation of current year Planning Document.	1.3		
Monnet,Christopher M	19-May-09	Discussion with H. Merten (Circuit City) regarding requested items.	0.8		
Monnet,Christopher M	19-May-09	Finalize current year Prepared By Client listing.	0.7		
Monnet,Christopher M	19-May-09	Filing of current year Trust agreement.	0.3		
Monnet,Christopher M	19-May-09	Preparation of 2008 Planning Analyticals.	1.3		
Monnet,Christopher M	19-May-09	Preparation of Distributions Audit Program.	2.5		
Monnet,Christopher M	19-May-09	Preparation of contribution employee confirmations.	1.1		
Allen,David W	20-May-09	Preparation of the Eligibility and Contribution Substantive Testwork.	2.9		
Allen,David W	20-May-09	Preparation of the Participant Distribution Substantive Testwork.	3.3		
Allen,David W	20-May-09	Discussion with H. Merten (Circuit City) regarding Participant Loan Substantive Testwork.	1.0		

Circuit City Stores, Inc.
401K Plan Audits
May 1, 2009 through July 31, 2009

Name	Date	Description	Hours	Rate	Amount
Allen,David W	20-May-09	Preparation of the Participant Loan Substantive Testwork.	2.8		
Monnet,Christopher M	20-May-09	Preparation of contribution employee confirmations.	2.9		
Monnet,Christopher M	20-May-09	Filing of current year audit checklist.	0.6		
Monnet,Christopher M	20-May-09	Discussion with H. Merten (Circuit City) regarding confirmation procedures.	0.7		
Monnet,Christopher M	20-May-09	Preparation of Investment Audit Program.	1.4		
Monnet,Christopher M	20-May-09	Preparation of Distributions Audit Program.	1.2		
Monnet,Christopher M	20-May-09	Preparation of Planning Meeting Agenda Memo.	1.2		
Allen,David W	21-May-09	Preparation of the Contribution Allocation Substantive Testwork.	2.6		
Allen,David W	21-May-09	Discussion with H. Merten (Circuit City) regarding Contribution Allocation Substantive Testwork.	1.0		
Allen,David W	21-May-09	Preparation of the Contribution Allocation Substantive Testwork.	3.9		
Allen,David W	21-May-09	Preparation of the Eligibility and Contribution Substantive Testwork.	1.2		
Allen,David W	21-May-09	Preparation of the search for unrecorded liabilities Substantive Testwork.	1.3		
Monnet,Christopher M	21-May-09	Preparation of Parties in Interest Memo.	1.3		
Monnet,Christopher M	21-May-09	Discussion with H. Merten (Circuit City) regarding pending requested items.	0.5		
Monnet,Christopher M	21-May-09	Senior associate review of Contributions Test work.	1.5		
Monnet,Christopher M	21-May-09	Preparation of Tax Procedures Workpaper.	0.7		

Circuit City Stores, Inc.
401K Plan Audits
May 1, 2009 through July 31, 2009

Name	Date	Description	Hours	Rate	Amount
Allen,David W	26-May-09	Preparation of the Contribution Allocation Substantive Testwork.	3.4		
Allen,David W	26-May-09	Preparation of the Eligibility and Contribution Substantive Testwork.	3.0		
Allen,David W	26-May-09	Discussion with H. Merten (Circuit City) regarding Contribution Allocation Substantive Testwork.	1.3		
Allen,David W	26-May-09	Preparation of the search for unrecorded liabilities Substantive Testwork.	1.4		
Allen,David W	26-May-09	Preparation of the Participant Loan Substantive Testwork.	0.9		
McMahon,John	26-May-09	Review of planning document for the 401K plan audits.	3.9		
McMahon,John	26-May-09	Continue review of planning document for the 401K plan audits.	0.2		
Monnet,Christopher M	26-May-09	Clear Manager review comments on Planning Document.	2.3		
Monnet,Christopher M	26-May-09	Preparation of Tax Review Checklist.	1.2		
Monnet,Christopher M	26-May-09	Selection of Sample for Puerto Rico 401K Plan Contributions.	1.1		
Monnet,Christopher M	26-May-09	Discussion with H. Merten (Circuit City) regarding open requested items.	0.3		
Monnet,Christopher M	26-May-09	Filing of most recent Tax Determination Letter.	0.5		
Monnet,Christopher M	26-May-09	Complete Valuation Specialist Checklist.	0.6		
Allen,David W	27-May-09	Preparation of the Contribution Walk Through Testwork.	1.3		
Allen,David W	27-May-09	Preparation of the Participant Loan Substantive Testwork.	3.9		

Circuit City Stores, Inc.
401K Plan Audits
May 1, 2009 through July 31, 2009

Name	Date	Description	Hours	Rate	Amount
Allen,David W	27-May-09	Discussion with H. Merten (Circuit City) regarding Contribution Allocation Substantive Testwork.	1.1		
Allen,David W	27-May-09	Preparation of the Contribution Allocation Substantive Testwork.	2.7		
McMahon,John	27-May-09	Continue review of planning document for the 401K plan audits.	1.2		
Monnet,Christopher M	27-May-09	Review of Wachovia 2008 SAS 70 Report.	2.5		
Monnet,Christopher M	27-May-09	Complete Evaluation of Service Organization Workpaper for Wachovia Retirement Services.	1.1		
Monnet,Christopher M	27-May-09	Clear Manager review comments on Planning Document.	0.8		
Monnet,Christopher M	27-May-09	Review of Hewitt (Payroll Provider) SAS 70 Report.	0.9		
Monnet,Christopher M	27-May-09	Senior associate review of Investment Allocation Testwork.	0.7		
Allen,David W	28-May-09	Preparation of the Participant Loan Substantive Testwork.	1.7		
Allen,David W	28-May-09	Preparation of the Distribution Walk Through Testwork.	1.2		
Allen,David W	28-May-09	Discussion with H. Merten (Circuit City) regarding Participant Distribution Substantive Testwork.	0.8		
Allen,David W	28-May-09	Preparation of the Participant Distribution Substantive Testwork.	2.7		
Allen,David W	28-May-09	Preparation of the Remittance Substantive Testwork.	2.3		
Allen,David W	28-May-09	Discussion with H. Merten (Circuit City) regarding Remittance Substantive Testwork.	0.3		

Circuit City Stores, Inc.
401K Plan Audits
May 1, 2009 through July 31, 2009

Name	Date	Description	Hours	Rate	Amount
Monnet,Christopher M	28-May-09	Tie out of 12/31/08 Certified 401K Plan Statements from Wachovia.	2.6		
Monnet,Christopher M	28-May-09	Tie out of 12/31/08 401K Plan Financial Statements and footnotes prepared by client.	2.9		
Monnet,Christopher M	28-May-09	Review of Benefit Plans Administrative Services (Puerto Rico 401K Plan Trustee) SAS 70 Report.	0.5		
Monnet,Christopher M	29-May-09	Senior associate review of Distributions Test work.	0.8		
Monnet,Christopher M	29-May-09	Senior associate review of Loan Testwork.	1.8		
Monnet,Christopher M	29-May-09	Senior associate review of Contributions Walkthrough.	0.9		
Monnet,Christopher M	29-May-09	Senior associate review of Distributions Walkthrough.	0.7		
Monnet,Christopher M	29-May-09	Discussion with H. Merten (Circuit City) regarding pending requested items.	0.4		
Monnet,Christopher M	29-May-09	Filing of Bond Policy Memo	0.3		
Monnet,Christopher M	29-May-09	Senior associate review of Delinquent Loan Report.	0.4		
Monnet,Christopher M	29-May-09	Senior associate review of Eligibility Testwork.	0.7		
King,Jason	01-Jun-09	Prepare the Risk of Failure Documents.	1.3		
King,Jason	01-Jun-09	Investments Allocation testwork for Puerto Rico 401K.	2.5		
King,Jason	01-Jun-09	Prepare the Contributions Audit Program.	3.7		
King,Jason	01-Jun-09	Revise the Planning Document Account Balances.	0.5		

Circuit City Stores, Inc.
401K Plan Audits
May 1, 2009 through July 31, 2009

Name	Date	Description	Hours	Rate	Amount
McMahon,John	01-Jun-09	Perform senior manager review of contribution workpapers for the 401K Plan audit.	2.1		
McMahon,John	01-Jun-09	Perform senior manager review of distribution workpapers for the 401K Plan audit.	1.9		
McMahon,John	01-Jun-09	Perform senior manager review of investment workpapers for the 401K Plan audit.	1.0		
McMahon,John	01-Jun-09	Perform senior manager review of general binder workpapers for the 401K Plan audit.	3.0		
Monnet,Christopher M	01-Jun-09	Clear Manager review comments on Planning Document.	1.2		
Monnet,Christopher M	01-Jun-09	Prepare the Fraud Audit Program.	2.4		
Monnet,Christopher M	01-Jun-09	Prepare the Fraud Considerations Memo.	0.4		
King,Jason	02-Jun-09	Prepare Confirmations Document for Puerto Rico 401K.	1.7		
King,Jason	02-Jun-09	Document received confirm letters for Circuit City Stores 401K.	0.8		
King,Jason	02-Jun-09	Tie-out of support for financial statement balances of participant and employer receivables.	2.6		
King,Jason	02-Jun-09	Compile addresses and revise confirmation log for Puerto Rico 401K.	1.0		
King,Jason	02-Jun-09	Prepare the Fraud Specific Topics Audit Program Guide.	1.9		
McMahon,John	02-Jun-09	Perform senior manager review of planning document for the 401K plan audits.	1.9		
Monnet,Christopher M	02-Jun-09	Prepare the Specific Topics Audit Program.	2.5		
Monnet,Christopher M	02-Jun-09	Prepare the Fraud Discussion Agenda.	1.0		

Circuit City Stores, Inc.
401K Plan Audits
May 1, 2009 through July 31, 2009

Name	Date	Description	Hours	Rate	Amount
Monnet,Christopher M	02-Jun-09	Prepare the Financial Reporting Audit Program.	0.5		
King,Jason	03-Jun-09	Perform the Participant Loan Testwork.	1.2		
King,Jason	03-Jun-09	Prepare the Fraud Specific Topics Audit Program Guide.	1.6		
King,Jason	03-Jun-09	Document received confirm letters for Circuit City Stores 401K.	1.4		
King,Jason	03-Jun-09	Perform the Administrative Expenses Paid Testwork.	1.5		
King,Jason	03-Jun-09	Perform the Contributions testwork for Puerto Rico 401K.	2.3		
Monnet,Christopher M	03-Jun-09	Prepare the Financial Reporting Audit Program.	2.8		
Monnet,Christopher M	03-Jun-09	Tie out of Certified Trust Statements.	1.2		
King,Jason	04-Jun-09	Perform the Contributions testwork for Puerto Rico 401K.	1.5		
King,Jason	04-Jun-09	Perform the Administrative Expenses Paid Testwork.	0.5		
King,Jason	04-Jun-09	Document received confirm letters for Circuit City Stores 401K.	0.8		
King,Jason	04-Jun-09	Prepare the Management Rep Letter for Circuit City Stores 401K.	3.8		
King,Jason	04-Jun-09	Prepare the Management Rep Letter for Circuit City Puerto Rico 401K.	0.4		
Monnet,Christopher M	04-Jun-09	Prepare the Disclosure Checklist.	3.2		
Monnet,Christopher M	04-Jun-09	Prepare the Financial Reporting Test of Operating Effectiveness.	0.8		
McMahon,John	05-Jun-09	Perform senior manager review of general binder workpapers for the 401K Plan audit.	3.7		

Circuit City Stores, Inc.
401K Plan Audits
May 1, 2009 through July 31, 2009

Name	Date	Description	Hours	Rate	Amount
McMahon,John	05-Jun-09	Perform senior manager review of contribution workpapers for the 401K Plan audit.	3.9		
McMahon,John	05-Jun-09	Continue to perform senior manager review of contribution workpapers for the 401K Plan audit.	0.4		
Monnet,Christopher M	05-Jun-09	Senior Review of Loan Testwork.	1.2		
Monnet,Christopher M	05-Jun-09	Senior Review of Rollover Contribution Testwork.	1.0		
Monnet,Christopher M	05-Jun-09	Tie out of Draft Financial Statements.	1.8		
Monnet,Christopher M	08-Jun-09	Prepare the Schedule of Audit Differences.	1.0		
Monnet,Christopher M	08-Jun-09	Prepare the Internal Control Deficiencies Document.	1.4		
Monnet,Christopher M	08-Jun-09	Review of Wachovia 2008 SAS 70 Report.	1.0		
Monnet,Christopher M	08-Jun-09	Discussion with H. Merten (Circuit City) regarding open requested items.	0.6		
Frei,David	09-Jun-09	Evaluation of a SAS70 for the Circuit Employee Benefit Plan.	0.5		
King,Jason	09-Jun-09	Clear Manager Review Comments for Circuit City Stores 401K Contributions Testwork.	2.2		
King,Jason	09-Jun-09	Perform the Circuit City Stores 401K Contributions Testwork.	1.4		
King,Jason	09-Jun-09	Clear Manager Review Comments for Distributions Testwork.	2.3		
King,Jason	09-Jun-09	Perform the Circuit City Stores 401K Distributions Testwork.	1.1		
King,Jason	09-Jun-09	Perform the Participants Rollover Contributions Testwork.	1.0		

Circuit City Stores, Inc.
401K Plan Audits
May 1, 2009 through July 31, 2009

Name	Date	Description	Hours	Rate	Amount
Monnet,Christopher M	09-Jun-09	Senior Review of Management Representation Letter.	1.3		
Monnet,Christopher M	09-Jun-09	Revise the Management Representation Letter.	0.8		
Monnet,Christopher M	09-Jun-09	Review of Benefit Plans Administrative Services (Puerto Rico 401K Plan Trustee) SAS 70 Report.	1.1		
Monnet,Christopher M	09-Jun-09	Prepare the Final Balance Sheet Analytical.	0.8		
Sandy,Ross A.	09-Jun-09	Review Benefit Plans Administrative Services SAS 70 performed for Circuit City Puerto Rico, LLC 401K Plan.	2.0		
Monnet,Christopher M	10-Jun-09	Prepare the Final Balance Sheet Analytical.	1.3		
Monnet,Christopher M	10-Jun-09	Prepare the Final Income Statement Analytical.	1.7		
Monnet,Christopher M	10-Jun-09	Discussion with H. Merten (Circuit City) regarding payroll testwork to be performed.	1.0		
Monnet,Christopher M	11-Jun-09	Prepare the US 401K Plan Completion Document.	4.0		
Monnet,Christopher M	12-Jun-09	Review of Contributions Confirmations.	1.2		
Monnet,Christopher M	12-Jun-09	Prepare the Audit Checklist.	0.8		
Monnet,Christopher M	12-Jun-09	Prepare the Service Organization Evaluation Workpaper.	1.2		
Monnet,Christopher M	12-Jun-09	Discussion with H. Merten (Circuit City) regarding pending requested items.	0.8		
McMahon,John	15-Jun-09	Call with I. Kassman, Department of Professional Practice, regarding payroll testwork.	0.5		
Monnet,Christopher M	15-Jun-09	Discussion with H. Merten (Circuit City) regarding payroll testwork to be performed.	0.9		

Circuit City Stores, Inc.
401K Plan Audits
May 1, 2009 through July 31, 2009

Name	Date	Description	Hours	Rate	Amount
Monnet,Christopher M	15-Jun-09	Prepare the US 401K Plan Completion Document.	1.2		
Monnet,Christopher M	15-Jun-09	Filing of Planning Meeting Agenda.	0.3		
Monnet,Christopher M	15-Jun-09	Filing of returned contribution confirmations.	0.8		
Monnet,Christopher M	15-Jun-09	Tie out of confirmations returned to allocation testwork performed.	0.8		
Allen,David W	16-Jun-09	Discussion with H. Merten (Circuit City) regarding Contribution Substantive Testwork.	2.0		
Allen,David W	16-Jun-09	Prepare the Contribution Substantive Testwork for Puerto Rico.	3.0		
Allen,David W	16-Jun-09	Continue to prepare the Contribution Substantive Testwork for Puerto Rico.	2.7		
Allen,David W	16-Jun-09	Discussion with H. Merten (Circuit City) regarding Contribution Substantive Testwork for Puerto Rico.	0.3		
McMahon,John	16-Jun-09	Perform senior manager review of general binder workpapers for the 401K Plan audit.	3.0		
Monnet,Christopher M	16-Jun-09	Senior Review of Community Bank SAS 70 Report.	2.0		
Monnet,Christopher M	16-Jun-09	Clear Manager review comments related to the Representation Letter.	1.0		
Monnet,Christopher M	17-Jun-09	Senior Review of Distribution Testwork.	1.4		
Monnet,Christopher M	17-Jun-09	Clear Manager review comments related to the Planning Document.	1.0		
Monnet,Christopher M	17-Jun-09	Prepare the Completion Document.	1.2		
Monnet,Christopher M	17-Jun-09	Discussion with H. Merten (Circuit City) regarding payroll testwork to be performed.	0.4		

Circuit City Stores, Inc.
401K Plan Audits
May 1, 2009 through July 31, 2009

Name	Date	Description	Hours	Rate	Amount
Allen,David W	18-Jun-09	Discussion with H. Merten (Circuit City) regarding Contribution Substantive Testwork.	3.2		
Allen,David W	18-Jun-09	Prepare the Investment Allocation Testwork for Puerto Rico.	2.2		
Allen,David W	18-Jun-09	Prepare the Contribution Substantive Testwork for Puerto Rico.	2.6		
Monnet,Christopher M	18-Jun-09	Perform payroll testwork related to the 12/31/08 benefit plan.	2.2		
Monnet,Christopher M	18-Jun-09	Tie out of participant confirmations.	0.8		
Frei,David	19-Jun-09	Evaluation of a SAS70 for the Circuit Employee Benefit Plan.	1.0		
McMahon,John	19-Jun-09	Perform senior manager review of general binder workpapers for the 401K Plan audit.	3.9		
McMahon,John	19-Jun-09	Continue to perform senior manager review of general binder workpapers for the 401K Plan audit.	0.1		
Monnet,Christopher M	19-Jun-09	Perform payroll testwork related to the 12/31/08 benefit plan.	1.3		
Monnet,Christopher M	19-Jun-09	Clear Manager Review Comments related to the Financial Reporting Audit Program.	1.2		
Monnet,Christopher M	19-Jun-09	Completion of balance sheet fluctuation analysis.	0.8		
Monnet,Christopher M	19-Jun-09	Completion of income statement fluctuation analysis.	0.7		
Allen,David W	25-Jun-09	Prepare the Contribution Substantive Testwork.	1.5		
Allen,David W	25-Jun-09	Prepare the Search for Unrecorded Liabilities Testwork.	3.2		
Allen,David W	25-Jun-09	Prepare the Contribution Substantive Testwork for Puerto Rico.	3.3		

Circuit City Stores, Inc.
401K Plan Audits
May 1, 2009 through July 31, 2009

Name	Date	Description	Hours	Rate	Amount
Allen,David W	29-Jun-09	Discussion with H. Merten (Circuit City) regarding Contribution Substantive Testwork for Puerto Rico.	1.9		
Allen,David W	29-Jun-09	Prepare the Contribution Substantive Testwork for Puerto Rico.	2.1		
Allen,David W	29-Jun-09	Discussion with H. Merten (Circuit City) regarding Search for Unrecorded Liabilities Testwork.	1.0		
Allen,David W	29-Jun-09	Prepare the Search for Unrecorded Liabilities Testwork.	3.0		
401K Plan Audits Total			314.2		\$52,000.00 ⁽¹⁾

⁽¹⁾ Per the 401K and Pension Audit Engagement Letter, KPMG and the Debtors agreed to a fixed fee arrangement and subsequent billings for services provided in the amount of \$26,000.00 per month for May and June 2009.

EXHIBIT E

KPMG Retention Order

Gregg M. Galardi, Esq.
Ian S. Fredericks, Esq.
SKADDEN, ARPS, SLATE, MEAGHER &
FLOM, LLP
One Rodney Square
PO Box 636
Wilmington, Delaware 19899-0636
(302) 651-3000

Dion W. Hayes (VSB No. 34304)
Douglas M. Foley (VSB No. 34364)
MCGUIREWOODS LLP
One James Center
901 E. Cary Street
Richmond, Virginia 23219
(804) 775-1000

- and -

Chris L. Dickerson, Esq.
SKADDEN, ARPS, SLATE, MEAGHER &
FLOM, LLP
333 West Wacker Drive
Chicago, Illinois 60606
(312) 407-0700

Counsel to the Debtors and
Debtors in Possession

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

- - - - - X
In re: : Chapter 11
: :
CIRCUIT CITY STORES, INC., : 1Case No. 08-35653 (KRH)
et al., : :
: :
Debtors. : Jointly Administered
- - - - - X

**ORDER AUTHORIZING THE DEBTORS
TO RETAIN AND EMPLOY KPMG LLP AS AUDITORS
AND TAX CONSULTANTS EFFECTIVE AS OF THE PETITION DATE**

Upon the application (the "Application") of the
above-captioned debtors ("Debtors"), for the entry of
an order pursuant to sections 327(a) and 328(a) of title
11 of the United States Code, 11 U.S.C. §§ 101-1532
(the "Bankruptcy Code"), Rule 2014(a) of the Federal



Rules of Bankruptcy Procedure (the "Bankruptcy Rules") and Rule 2014-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the Eastern District of Virginia (the "Local Rules"), authorizing them to employ and retain KPMG LLP ("KPMG") as auditors and tax consultants to the Debtors in the above-captioned chapter 11 cases effective as of the Petition Date;¹ and upon the Declaration of Christos M. Xystros, a CPA and partner at KPMG (the "Declaration") in support thereof; and the Court being satisfied based on the representations made in the Application and in the Declaration that KPMG does not hold or represent an interest adverse to the Debtors' estates, that they are disinterested persons as that term is defined under section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code, and that their employment is necessary and in the best interests of the Debtors' estates; the terms of the Engagement Letters are reasonable terms for the purposes of section 328(a) of the Bankruptcy Code; and consideration of the Application and the relief

¹ Capitalized terms not otherwise defined herein shall have the definitions ascribed to them in the Application.

requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Application having been provided; and it appearing that no other or further notice need be provided; and after due deliberation and sufficient cause appearing therefore, it is hereby

ORDERED, ADJUDGED AND DECREED that:

1. The Application is granted as modified herein.
2. In accordance with sections 327(a) and 328(a) of the Bankruptcy Code, Bankruptcy Rule 2014, and Local Rule 2014-1, the Debtors are authorized to employ and retain KPMG as auditors and tax consultants to the Debtors on the terms set forth in the Application and the Engagement Letters, as modified by this Order.
3. KPMG shall be compensated in accordance with the procedures set forth in Bankruptcy Code sections 330 and 331 and such Bankruptcy and Local Rules as may then be applicable, from time to time, and such procedures as may be fixed by order of this Court..
4. The terms and conditions of the

Engagement Letters, as modified by this Order, are approved.

5. To the extent the Debtors and KPMG enter into any additional engagement letter(s), the Debtors will file such engagement letter(s) with the Bankruptcy Court and serve such engagement letter(s) upon the United States Trustee for the Eastern District of Virginia, counsel to the Debtors', Local Restructuring counsel to the Debtors', and counsel to the Official Committee of Unsecured Creditors. To the extent any of such parties' object, within 10 days of such new engagement letters being served, to the additional services to be provided by KPMG, the Debtors will promptly schedule a hearing before the Court. All additional services will be subject to the provisions of this Order.

6. The following terms apply during the pendency of the Debtors' Chapter 11 Cases:

- (a) KPMG shall not be entitled to indemnification, contribution or reimbursement for services other than those described in the Engagement Letters and the Application, unless such services and indemnification therefore are approved by the Court; provided, that to

the extent additional engagement letters are filed with the Court and no parties object to such engagement letters in accordance with the procedures described in the immediately preceding Ordered paragraph, such engagement letters shall be deemed approved by the Court;

- (b) The Debtors shall have no obligation to indemnify KPMG, or provide contribution or reimbursement to KPMG, for any claim or expense that is either:
 - (i) judicially determined (the determination having become final) to have arisen from KPMG's bad faith, self-dealing, breach of fiduciary duty (if any such duty exists), gross negligence or willful misconduct; or (ii) judicially determined (the determination having become final), based on a breach of KPMG's contractual obligations to the Debtor; or (iii) settled prior to a judicial determination as to the exclusions set forth in clauses (i) and (ii) immediately above, but determined by the Court, after notice and a hearing to be a claim or expense for which KPMG should not receive indemnity, contribution or reimbursement under the terms of KPMG's retention by the Debtors pursuant to the terms of the Engagement Letters and Application, as modified by this Order; and
- (c) If, before the earlier of: (i) the entry of an order confirming a chapter 11 plan in this case (that order having become a final order no longer subject to appeal); and (ii) the entry of an order closing these chapter 11 cases, KPMG believes that it is entitled to the payment of any amounts by the Debtors on account of the Debtors' indemnification, contribution

and/or reimbursement obligations under the Engagement Letters (as modified by this Order) and Application, including without limitation the advancement of defense costs, KPMG must file an application therefore in this Court, and the Debtors may not pay any such amounts to KPMG before the entry of an order by this Court approving the payment. This subparagraph (c) is intended only to specify the period of time under which the Court shall have jurisdiction over any request for fees and expenses by KPMG for indemnification, contribution or reimbursement, and not a provision limiting the duration of the Debtors' obligation to indemnify KPMG. All parties in interest shall retain the right to object to any demand by KPMG for indemnification, contribution or reimbursement; and it is further

7. The Debtors shall comply with the notice requirement set forth in paragraph 4(c) of KPMG's Standard Terms and Conditions for Advisory and Tax Services (the "Standard Terms and Conditions"), including providing the written notice required prior to disseminating or advancing any of KPMG's advice, recommendations, information, or work product to third parties.

8. During the pendency of the Chapter 11 Cases, paragraph 6 of the Standard Terms and Conditions is deleted.

9. Notwithstanding anything in the Application or the Engagement Letters to the contrary, during the pendency of the Chapter 11 Cases, this Court retains exclusive jurisdiction over all matters arising out of and/or pertaining to KPMG's engagement until such jurisdiction is relinquished.

10. The requirement under Local Bankruptcy Rule 9013-1(G) to file a memorandum of law in connection with the Motion is hereby waived.

11. This Court shall retain jurisdiction with respect to all matters arising or related to the implementation of this Order.

Dated: Richmond, Virginia
Dec 23 2008, 2008

/s/ Kevin Huennekens
UNITED STATES BANKRUPTCY JUDGE

Entered on Docket: 12/24/08

WE ASK FOR THIS:

Gregg M. Galardi, Esq.
Ian S. Fredericks, Esq.
SKADDEN, ARPS, SLATE, MEAGHER & FLOM, LLP
One Rodney Square
PO Box 636
Wilmington, Delaware 19899-0636
(302) 651-3000

- and -

Chris L. Dickerson, Esq.
SKADDEN, ARPS, SLATE, MEAGHER & FLOM, LLP
333 West Wacker Drive
Chicago, Illinois 60606
(312) 407-0700

- and -

/s/ Douglas M. Foley
Dion W. Hayes (VSB No. 34304)
Douglas M. Foley (VSB No. 34364)
MCGUIREWOODS LLP
One James Center
901 E. Cary Street
Richmond, Virginia 23219
(804) 775-1000

Counsel to the Debtors
and Debtors in Possession

CERTIFICATION OF ENDORSEMENT UNDER LOCAL RULE 9022-1(C)

I hereby certify that proposed order has been
endorsed by or served upon all necessary parties.

/s/ Douglas M. Foley

Exhibit F

UNITED STATES BANKRUPTCY COURT FOR THE EASTERN DISTRICT OF VIRGINIA

In re: CIRCUIT CITY STORES, INC., <u>et al.</u>, Debtors.	Chapter 11 Case No. 08-35653 (KRH) (Jointly Administered) Hrg. Date: October 7, 2009 at 2:00 p.m. (ET) Obj. Due: October 5, 2009 at 4:00 p.m. (ET)
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DECLARATION PURSUANT TO RULE 2016-1 OF THE LOCAL RULES OF BANKRUPTCY PROCEDURE FOR THE UNITED STATES BANKRUPTCY COURT FOR THE EASTERN DISTRICT OF VIRGINIA

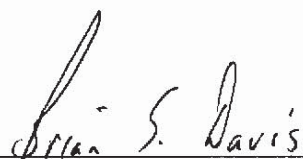
I, Brian Scott Davis, being duly sworn, deposes and says:

1. I am a Certified Public Accountant and a partner of KPMG LLP (“KPMG”), a professional services firm.
2. By Order dated December 23, 2008, KPMG was retained as independent auditors and tax consultants of the above captioned debtors (the “Debtors”). I submit this Declaration in conjunction with KPMG’s third interim fee application for compensation and allowance of expenses for the period May 1, 2009 through July 31, 2009 (the “Application”).
3. I have personally performed some of the services rendered by KPMG to the Debtors and am thoroughly familiar with the other work performed on behalf of the Debtors by the professionals of KPMG.
4. I have reviewed the foregoing Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed Rule 2016-1 of the Local Rules of Bankruptcy Procedure for the United States Bankruptcy Court for

the Eastern District of Virginia, and submit that the Application substantially complies with such Rule.

I declare under the penalty of perjury that the foregoing is true and correct.

Executed this 14th day of September, 2009.


A handwritten signature in cursive script, reading "Brian S. Davis", is written over a horizontal line.

Brian Scott Davis